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Counsel to the Debtors and
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER UNDER BANKRUPTCY CODE SECTION 1121(d) EXTENDING
EXCLUSIVE PERIODS DURING WHICH DEBTORS MAY FILE AND
SOLICIT ACCEPTANCES OF A PLAN OF LIQUIDATION**

Upon the motion (the "Motion")¹ of the Debtors
for entry of an order under Bankruptcy Code section
1121(d) extending the exclusive periods during which the
Debtors may file and solicit acceptances of a plan; and

¹ Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Motion.

the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.

2. The Plan Period shall be and hereby is extended through and including July 31, 2009; provided, however, that, in addition to the Debtors, the Creditors' Committee shall have the right to file one or more plans during the Plan Period.

3. The Solicitation Period shall be and hereby is extended through and including September 29, 2009; provided, however, that, in addition to the Debtors, the Creditors' Committee shall have the right , to solicit and obtain acceptances for any plan(s) of liquidation.

4. This Order is without prejudice to (i) the right of the Debtors to seek further extensions of the Exclusive Periods, and (ii) the right of any party-in-interest to seek to reduce the Exclusive Periods for cause.

5. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

6. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley